

**AMENDMENTS TO THE CLAIMS**

The following listing of claims will replace all prior versions, and listings, of claims in the application.

Listing of claims:

**1-11 (canceled).**

**12 (previously presented).** A compound selected from:

4-(5-{5-[3-(4-Methoxy-phenyl)-prop-1-ynyl]-pyridin-3-yl}-tetrazol-2-ylmethyl)-benzoic acid;

4-{5-[2-(4-Fluoro-benzylcarbamoyl)-pyridin-4-yl]-tetrazol-2-ylmethyl}-benzoic acid; and

4-{5-[2-(4-Fluoro-benzylcarbamoyl)-6-methyl-pyridin-4-yl]-tetrazol-2-ylmethyl}-benzoic acid; or

a pharmaceutically acceptable salt thereof.

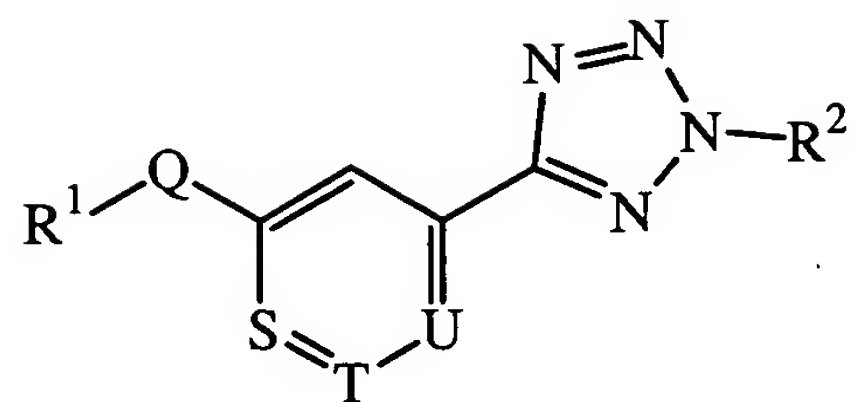
**13 (canceled).**

**14 (previously presented).** A pharmaceutical composition, comprising a compound according to Claim 12, or a pharmaceutically acceptable salt thereof, admixed with a pharmaceutically acceptable carrier, excipient, or diluent.

**15 (canceled).**

**16 (previously presented).** A method for treating osteoarthritis or rheumatoid arthritis, comprising administering to a patient suffering from osteoarthritis or rheumatoid arthritis a nontoxic effective amount of a compound according to Claim 12, or a pharmaceutically acceptable salt thereof.

**17 (currently amended).** A compound of Formula II



II

or a pharmaceutically acceptable salt thereof,

wherein:

$R^1$  and  $R^2$  independently are selected from:

H;

$C_1$ - $C_6$  alkyl;

Substituted  $C_1$ - $C_6$  alkyl;

$C_2$ - $C_6$  alkenyl;

Substituted  $C_2$ - $C_6$  alkenyl;

$C_2$ - $C_6$  alkynyl;

Substituted  $C_2$ - $C_6$  alkynyl;

$C_3$ - $C_6$  cycloalkyl;

Substituted  $C_3$ - $C_6$  cycloalkyl;

$C_3$ - $C_6$  cycloalkyl- $(C_1$ - $C_6$  alkylenyl);

Substituted  $C_3$ - $C_6$  cycloalkyl- $(C_1$ - $C_6$  alkylenyl);

3- to 6-membered heterocycloalkyl;

Substituted 3- to 6-membered heterocycloalkyl;

3- to 6-membered heterocycloalkyl- $(C_1$ - $C_6$  alkylenyl);

Substituted 3- to 6-membered heterocycloalkyl- $(C_1$ - $C_6$  alkylenyl);

Phenyl- $(C_1$ - $C_6$  alkylenyl);

Substituted phenyl- $(C_1$ - $C_6$  alkylenyl);

Naphthyl- $(C_1$ - $C_6$  alkylenyl);

Substituted naphthyl- $(C_1$ - $C_6$  alkylenyl);

5-, 6-, 9-, and 10-membered heteroaryl- $(C_1$ - $C_6$  alkylenyl);

Substituted 5-, 6-, 9-, and 10-membered heteroaryl- $(C_1$ - $C_6$  alkylenyl);

Phenyl;

Substituted phenyl;  
Naphthyl;  
Substituted naphthyl;  
5-, 6-, 9-, and 10-membered heteroaryl;  
Substituted 5-, 6-, 9-, and 10-membered heteroaryl;  
 $R^3O-(C_1-C_6 \text{ alkylenyl})$ ; and  
Substituted  $R^3O-(C_1-C_6 \text{ alkylenyl})$ ;  
5- or 6-membered heteroaryl;  
Substituted 5- or 6-membered heteroaryl;  
8- to 10-membered heterobiaryl;  
Substituted 8- to 10-membered heterobiaryl;  
Phenyl- $O-(C_1-C_8 \text{ alkylenyl})$ ;  
Substituted phenyl- $O-(C_1-C_8 \text{ alkylenyl})$ ;  
Phenyl- $S-(C_1-C_8 \text{ alkylenyl})$ ;  
Substituted phenyl- $S-(C_1-C_8 \text{ alkylenyl})$ ;  
Phenyl- $S(O)-(C_1-C_8 \text{ alkylenyl})$ ;  
Substituted phenyl- $S(O)-(C_1-C_8 \text{ alkylenyl})$ ;  
Phenyl- $S(O)_2-(C_1-C_8 \text{ alkylenyl})$ ; and  
Substituted phenyl- $S(O)_2-(C_1-C_8 \text{ alkylenyl})$ ;

wherein  $R^1$  and  $R^2$  are not both selected from:

H;  
 $C_1-C_6$  alkyl;  
 $C_2-C_6$  alkenyl;  
 $C_2-C_6$  alkynyl; and  
 $C_3-C_6$  cycloalkyl;

wherein at least one of  $R^1$  and  $R^2$  is independently selected from:

$C_3-C_6$  cycloalkyl- $(C_1-C_6 \text{ alkylenyl})$ ; and  
Substituted  $C_3-C_6$  cycloalkyl- $(C_1-C_6 \text{ alkylenyl})$ ;

Each  $R^3$  independently is selected from:

H;

C<sub>1</sub>-C<sub>6</sub> alkyl;

Substituted C<sub>1</sub>-C<sub>6</sub> alkyl;

C<sub>3</sub>-C<sub>6</sub> cycloalkyl;

Substituted C<sub>3</sub>-C<sub>6</sub> cycloalkyl;

Phenyl-(C<sub>1</sub>-C<sub>6</sub> alkylene);

Substituted phenyl-(C<sub>1</sub>-C<sub>6</sub> alkylene);

Naphthyl-(C<sub>1</sub>-C<sub>6</sub> alkylene);

Substituted naphthyl-(C<sub>1</sub>-C<sub>6</sub> alkylene);

5-, 6-, 9-, and 10-membered heteroaryl-(C<sub>1</sub>-C<sub>6</sub> alkylene);

Substituted 5-, 6-, 9-, and 10-membered heteroaryl-(C<sub>1</sub>-C<sub>6</sub> alkylene);

Phenyl;

Substituted phenyl;

Naphthyl;

Substituted naphthyl;

5-, 6-, 9-, and 10-membered heteroaryl;

Substituted 5-, 6-, 9-, and 10-membered heteroaryl;

One of S, T, and U is N and the other two of S, T, and U are C-R<sup>4</sup>;

Each R<sup>4</sup> independently is selected from:

H;

F;

CH<sub>3</sub>;

CF<sub>3</sub>;

C(O)H;

CN;

HO;

CH<sub>3</sub>O;

C(F)H<sub>2</sub>O;

C(H)F<sub>2</sub>O; and

CF<sub>3</sub>O;

Q is  $N(R^6)C(O)$ ;

$R^6$  is H,  $C_1$ - $C_6$  alkyl,  $C_3$ - $C_6$  cycloalkyl; 3- to 6-membered heterocycloalkyl;

phenyl; benzyl; or 5- or 6-membered heteroaryl;

Each "substituted" group contains from 1 to 4 substituents, each independently on a carbon or nitrogen atom, independently selected from:

$C_1$ - $C_6$  alkyl;

$C_2$ - $C_6$  alkenyl;

$C_2$ - $C_6$  alkynyl;

$C_3$ - $C_6$  cycloalkyl;

$C_3$ - $C_6$  cycloalkylmethyl;

Phenyl;

Phenylmethyl;

3- to 6-membered heterocycloalkyl;

3- to 6-membered heterocycloalkylmethyl;

cyano;

$CF_3$ ;

$(C_1$ - $C_6$  alkyl)- $OC(O)$ ;

$HOCH_2$ ;

$(C_1$ - $C_6$  alkyl)- $OCH_2$ ;

$H_2NCH_2$ ;

$(C_1$ - $C_6$  alkyl)- $N(H)CH_2$ ;

$(C_1$ - $C_6$  alkyl) $_2$ - $NCH_2$ ;

$N(H)_2C(O)$ ;

$(C_1$ - $C_6$  alkyl)- $N(H)C(O)$ ;

$(C_1$ - $C_6$  alkyl) $_2$ - $NC(O)$ ;

$N(H)_2C(O)N(H)$ ;

$(C_1$ - $C_6$  alkyl)- $N(H)C(O)N(H)$ ;

$N(H)_2C(O)N(C_1$ - $C_6$  alkyl);

$(C_1$ - $C_6$  alkyl)- $N(H)C(O)N(C_1$ - $C_6$  alkyl);

$(C_1$ - $C_6$  alkyl) $_2$ - $NC(O)N(H)$ ;

(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>2</sub>-NC(O)N(C<sub>1</sub>-C<sub>6</sub> alkyl);  
N(H)<sub>2</sub>C(O)O;  
(C<sub>1</sub>-C<sub>6</sub> alkyl)-N(H)C(O)O;  
(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>2</sub>-NC(O)O;  
HO;  
(C<sub>1</sub>-C<sub>6</sub> alkyl)-O;  
CF<sub>3</sub>O;  
CF<sub>2</sub>(H)O;  
CF(H)<sub>2</sub>O;  
H<sub>2</sub>N;  
(C<sub>1</sub>-C<sub>6</sub> alkyl)-N(H);  
(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>2</sub>-N;  
O<sub>2</sub>N;  
(C<sub>1</sub>-C<sub>6</sub> alkyl)-S;  
(C<sub>1</sub>-C<sub>6</sub> alkyl)-S(O);  
(C<sub>1</sub>-C<sub>6</sub> alkyl)-S(O)<sub>2</sub>;  
(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>2</sub>-NS(O)<sub>2</sub>;  
(C<sub>1</sub>-C<sub>6</sub> alkyl)-S(O)<sub>2</sub>-N(H)-C(O)-(C<sub>1</sub>-C<sub>8</sub> alkylene)<sub>m</sub>; and  
(C<sub>1</sub>-C<sub>6</sub> alkyl)-C(O)-N(H)-S(O)<sub>2</sub>-(C<sub>1</sub>-C<sub>8</sub> alkylene)<sub>m</sub>;

wherein each substituent on a carbon atom may further be independently selected from:

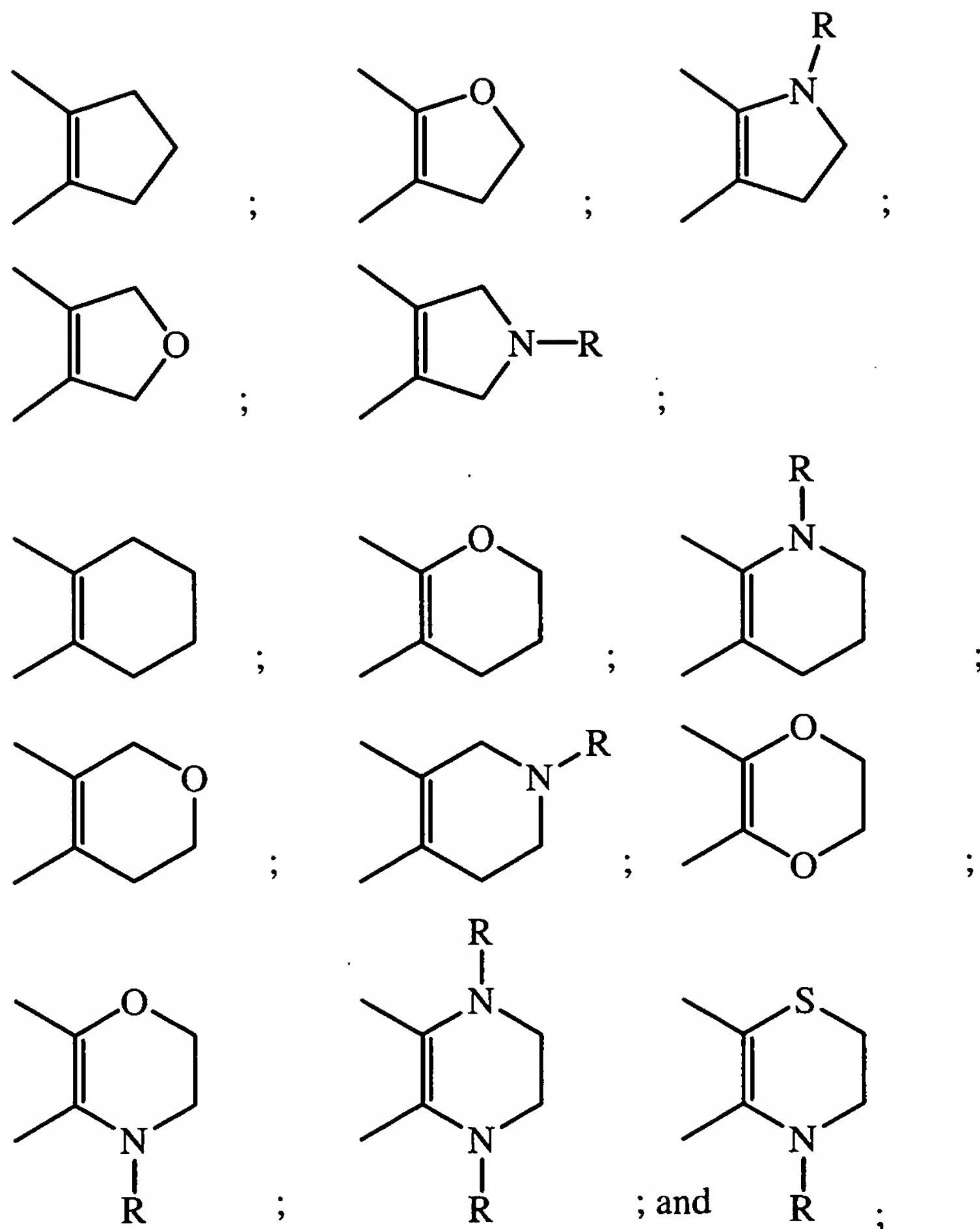
Halo;

HO<sub>2</sub>C; and

OCH<sub>2</sub>O, wherein each O is bonded to adjacent carbon atoms to form a 5-membered ring;

wherein 2 substituents may be taken together with a carbon atom to which they are both bonded to form the group C=O;

wherein two adjacent, substantially sp<sup>2</sup> carbon atoms may be taken together with a diradical substituent to form a cyclic diradical selected from:



R is H or C<sub>1</sub>-C<sub>6</sub> alkyl;

m is an integer of 0 or 1;

~~wherein each 5-membered heteroarylenyl independently is a 5-membered ring containing carbon atoms and from 1 to 4 heteroatoms selected from 1 O, 1 S, 1 NH, 1 N(C<sub>1</sub>-C<sub>6</sub>-alkyl), and 4 N, wherein the O and S atoms are not both present, and wherein the heteroarylenyl may optionally be unsubstituted or substituted with 1 substituent selected from fluoro, methyl, hydroxy, trifluoromethyl, cyano, and acetyl;~~

wherein each heterocycloalkyl is a ring that contains carbon atoms and 1 or 2 heteroatoms independently selected from 2 O, 1 S, 1 S(O), 1 S(O)<sub>2</sub>, 1 N, 2 N(H), and 2 N(C<sub>1</sub>-C<sub>6</sub> alkyl), and wherein when two O atoms or one O

atom and one S atom are present, the two O atoms or one O atom and one S atom are not bonded to each other, and wherein the ring is saturated or optionally contains one carbon-carbon or carbon-nitrogen double bond; wherein each 5-membered heteroaryl contains carbon atoms and from 1 to 4 heteroatoms independently selected from 1 O, 1 S, 1 N(H), 1 N(C<sub>1</sub>-C<sub>6</sub> alkyl), and 4 N, and each 6-membered heteroaryl contains carbon atoms and 1 or 2 heteroatoms independently selected from N, N(H), and N(C<sub>1</sub>-C<sub>6</sub> alkyl), and 5- and 6-membered heteroaryl are monocyclic rings; and 9- and 10-membered heteroaryl are 6,5-fused and 6,6-fused bicyclic rings, respectively, wherein at least 1 of the 2 fused rings of a bicyclic ring is aromatic, and wherein when the O and S atoms both are present, the O and S atoms are not bonded to each other; wherein with any (C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>2</sub>-N group, the C<sub>1</sub>-C<sub>6</sub> alkyl groups may be optionally taken together with the nitrogen atom to which they are attached to form a 5- or 6-membered heterocycloalkyl; and wherein each group and each substituent recited above is independently selected.

**18 (previously presented).** The compound according to claim 17, wherein Q is N(H)C(O).

**19 (previously presented).** The compound according to claim 18, wherein each C<sub>1</sub>-C<sub>6</sub> alkylenyl is CH<sub>2</sub>.

**20 (previously presented).** The compound according to claim 19, wherein at least one substituent is selected from the group consisting of:

CO<sub>2</sub>H;

CO<sub>2</sub>CH<sub>3</sub>;

CH<sub>3</sub>O;

F;

Cl;



CN;

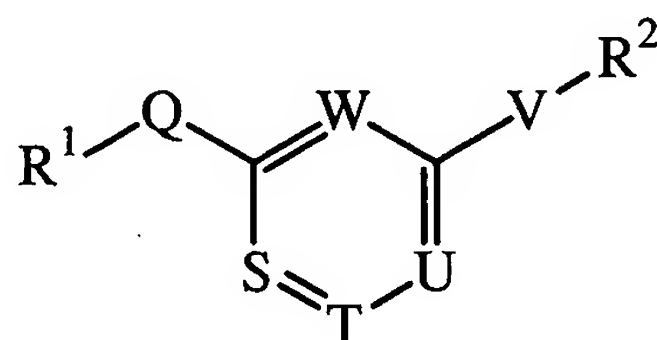
CF<sub>3</sub>;

CH<sub>3</sub>S(O)<sub>2</sub>;

CH<sub>3</sub>; or

wherein at least two substituents are Cl and F, 2 F, or OCH<sub>2</sub>O, wherein each O is bonded to adjacent carbon atoms to form a 5-membered ring.

**21 (previously presented).** A compound of Formula I



or a pharmaceutically acceptable salt thereof,  
wherein:

R<sup>1</sup> and R<sup>2</sup> independently are selected from:

H;

C<sub>1</sub>-C<sub>6</sub> alkyl;

Substituted C<sub>1</sub>-C<sub>6</sub> alkyl;

C<sub>2</sub>-C<sub>6</sub> alkenyl;

Substituted C<sub>2</sub>-C<sub>6</sub> alkenyl;

C<sub>2</sub>-C<sub>6</sub> alkynyl;

Substituted C<sub>2</sub>-C<sub>6</sub> alkynyl;

C<sub>3</sub>-C<sub>6</sub> cycloalkyl;

Substituted C<sub>3</sub>-C<sub>6</sub> cycloalkyl;

C<sub>3</sub>-C<sub>6</sub> cycloalkyl-(C<sub>1</sub>-C<sub>6</sub> alkylenyl);

Substituted C<sub>3</sub>-C<sub>6</sub> cycloalkyl-(C<sub>1</sub>-C<sub>6</sub> alkylenyl);

3- to 6-membered heterocycloalkyl;

Substituted 3- to 6-membered heterocycloalkyl;

3- to 6-membered heterocycloalkyl-(C<sub>1</sub>-C<sub>6</sub> alkylenyl);

Substituted 3- to 6-membered heterocycloalkyl-(C<sub>1</sub>-C<sub>6</sub> alkylenyl);  
Phenyl-(C<sub>1</sub>-C<sub>6</sub> alkylenyl);  
Substituted phenyl-(C<sub>1</sub>-C<sub>6</sub> alkylenyl);  
Naphthyl-(C<sub>1</sub>-C<sub>6</sub> alkylenyl);  
Substituted naphthyl-(C<sub>1</sub>-C<sub>6</sub> alkylenyl);  
5-, 6-, 9-, and 10-membered heteroaryl-(C<sub>1</sub>-C<sub>6</sub> alkylenyl);  
Substituted 5-, 6-, 9-, and 10-membered heteroaryl-(C<sub>1</sub>-C<sub>6</sub> alkylenyl);  
Phenyl;  
Substituted phenyl;  
Naphthyl;  
Substituted naphthyl;  
5-, 6-, 9-, and 10-membered heteroaryl;  
Substituted 5-, 6-, 9-, and 10-membered heteroaryl;  
R<sup>3</sup>O-(C<sub>1</sub>-C<sub>6</sub> alkylenyl);  
Substituted R<sup>3</sup>O-(C<sub>1</sub>-C<sub>6</sub> alkylenyl);  
5- or 6-membered heteroaryl;  
Substituted 5- or 6-membered heteroaryl;  
8- to 10-membered heterobiaryl;  
Substituted 8- to 10-membered heterobiaryl;  
Phenyl-O-(C<sub>1</sub>-C<sub>8</sub> alkylenyl);  
Substituted phenyl-O-(C<sub>1</sub>-C<sub>8</sub> alkylenyl);  
Phenyl-S-(C<sub>1</sub>-C<sub>8</sub> alkylenyl);  
Substituted phenyl-S-(C<sub>1</sub>-C<sub>8</sub> alkylenyl);  
Phenyl-S(O)-(C<sub>1</sub>-C<sub>8</sub> alkylenyl);  
Substituted phenyl-S(O)-(C<sub>1</sub>-C<sub>8</sub> alkylenyl);  
Phenyl-S(O)<sub>2</sub>-(C<sub>1</sub>-C<sub>8</sub> alkylenyl); and  
Substituted phenyl-S(O)<sub>2</sub>-(C<sub>1</sub>-C<sub>8</sub> alkylenyl);

wherein R<sup>1</sup> and R<sup>2</sup> are not both selected from:

H;

C<sub>1</sub>-C<sub>6</sub> alkyl;

C<sub>2</sub>-C<sub>6</sub> alkenyl;

C<sub>2</sub>-C<sub>6</sub> alkynyl; and

C<sub>3</sub>-C<sub>6</sub> cycloalkyl;

Each R<sup>3</sup> independently is selected from:

H;

C<sub>1</sub>-C<sub>6</sub> alkyl;

Substituted C<sub>1</sub>-C<sub>6</sub> alkyl;

C<sub>3</sub>-C<sub>6</sub> cycloalkyl;

Substituted C<sub>3</sub>-C<sub>6</sub> cycloalkyl;

Phenyl-(C<sub>1</sub>-C<sub>6</sub> alkylene);

Substituted phenyl-(C<sub>1</sub>-C<sub>6</sub> alkylene);

Naphthyl-(C<sub>1</sub>-C<sub>6</sub> alkylene);

Substituted naphthyl-(C<sub>1</sub>-C<sub>6</sub> alkylene);

5-, 6-, 9-, and 10-membered heteroaryl-(C<sub>1</sub>-C<sub>6</sub> alkylene);

Substituted 5-, 6-, 9-, and 10-membered heteroaryl-(C<sub>1</sub>-C<sub>6</sub> alkylene);

Phenyl;

Substituted phenyl;

Naphthyl;

Substituted naphthyl;

5-, 6-, 9-, and 10-membered heteroaryl;

Substituted 5-, 6-, 9-, and 10-membered heteroaryl;

S is N and T, U, and W each are C-R<sup>4</sup>;

Each R<sup>4</sup> independently is selected from:

H;

F;

CH<sub>3</sub>;

CF<sub>3</sub>;

C(O)H;

CN;

HO;

CH<sub>3</sub>O;

C(F)H<sub>2</sub>O;

C(H)F<sub>2</sub>O; and

CF<sub>3</sub>O;

V is a 5-membered heteroarylenyl;

Q is N(H)C(O);

Each "substituted" group contains from 1 to 4 substituents, each independently on a carbon or nitrogen atom, independently selected from:

C<sub>1</sub>-C<sub>6</sub> alkyl;

C<sub>2</sub>-C<sub>6</sub> alkenyl;

C<sub>2</sub>-C<sub>6</sub> alkynyl;

C<sub>3</sub>-C<sub>6</sub> cycloalkyl;

C<sub>3</sub>-C<sub>6</sub> cycloalkylmethyl;

Phenyl;

Phenylmethyl;

3- to 6-membered heterocycloalkyl;

3- to 6-membered heterocycloalkylmethyl;

cyano;

CF<sub>3</sub>;

(C<sub>1</sub>-C<sub>6</sub> alkyl)-OC(O);

HOCH<sub>2</sub>;

(C<sub>1</sub>-C<sub>6</sub> alkyl)-OCH<sub>2</sub>;

H<sub>2</sub>NCH<sub>2</sub>;

(C<sub>1</sub>-C<sub>6</sub> alkyl)-N(H)CH<sub>2</sub>;

(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>2</sub>-NCH<sub>2</sub>;

N(H)<sub>2</sub>C(O);

(C<sub>1</sub>-C<sub>6</sub> alkyl)-N(H)C(O);

(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>2</sub>-NC(O);

N(H)<sub>2</sub>C(O)N(H);

(C<sub>1</sub>-C<sub>6</sub> alkyl)-N(H)C(O)N(H);  
N(H)<sub>2</sub>C(O)N(C<sub>1</sub>-C<sub>6</sub> alkyl);  
(C<sub>1</sub>-C<sub>6</sub> alkyl)-N(H)C(O)N(C<sub>1</sub>-C<sub>6</sub> alkyl);  
(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>2</sub>-NC(O)N(H);  
(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>2</sub>-NC(O)N(C<sub>1</sub>-C<sub>6</sub> alkyl);  
N(H)<sub>2</sub>C(O)O;  
(C<sub>1</sub>-C<sub>6</sub> alkyl)-N(H)C(O)O;  
(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>2</sub>-NC(O)O;  
HO;  
(C<sub>1</sub>-C<sub>6</sub> alkyl)-O;  
CF<sub>3</sub>O;  
CF<sub>2</sub>(H)O;  
CF(H)<sub>2</sub>O;  
H<sub>2</sub>N;  
(C<sub>1</sub>-C<sub>6</sub> alkyl)-N(H);  
(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>2</sub>-N;  
O<sub>2</sub>N;  
(C<sub>1</sub>-C<sub>6</sub> alkyl)-S;  
(C<sub>1</sub>-C<sub>6</sub> alkyl)-S(O);  
(C<sub>1</sub>-C<sub>6</sub> alkyl)-S(O)<sub>2</sub>;  
(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>2</sub>-NS(O)<sub>2</sub>;  
(C<sub>1</sub>-C<sub>6</sub> alkyl)-S(O)<sub>2</sub>-N(H)-C(O)-(C<sub>1</sub>-C<sub>8</sub> alkylene)<sub>m</sub>; and  
(C<sub>1</sub>-C<sub>6</sub> alkyl)-C(O)-N(H)-S(O)<sub>2</sub>-(C<sub>1</sub>-C<sub>8</sub> alkylene)<sub>m</sub>;

wherein each substituent on a carbon atom may further be independently selected from:

Halo;

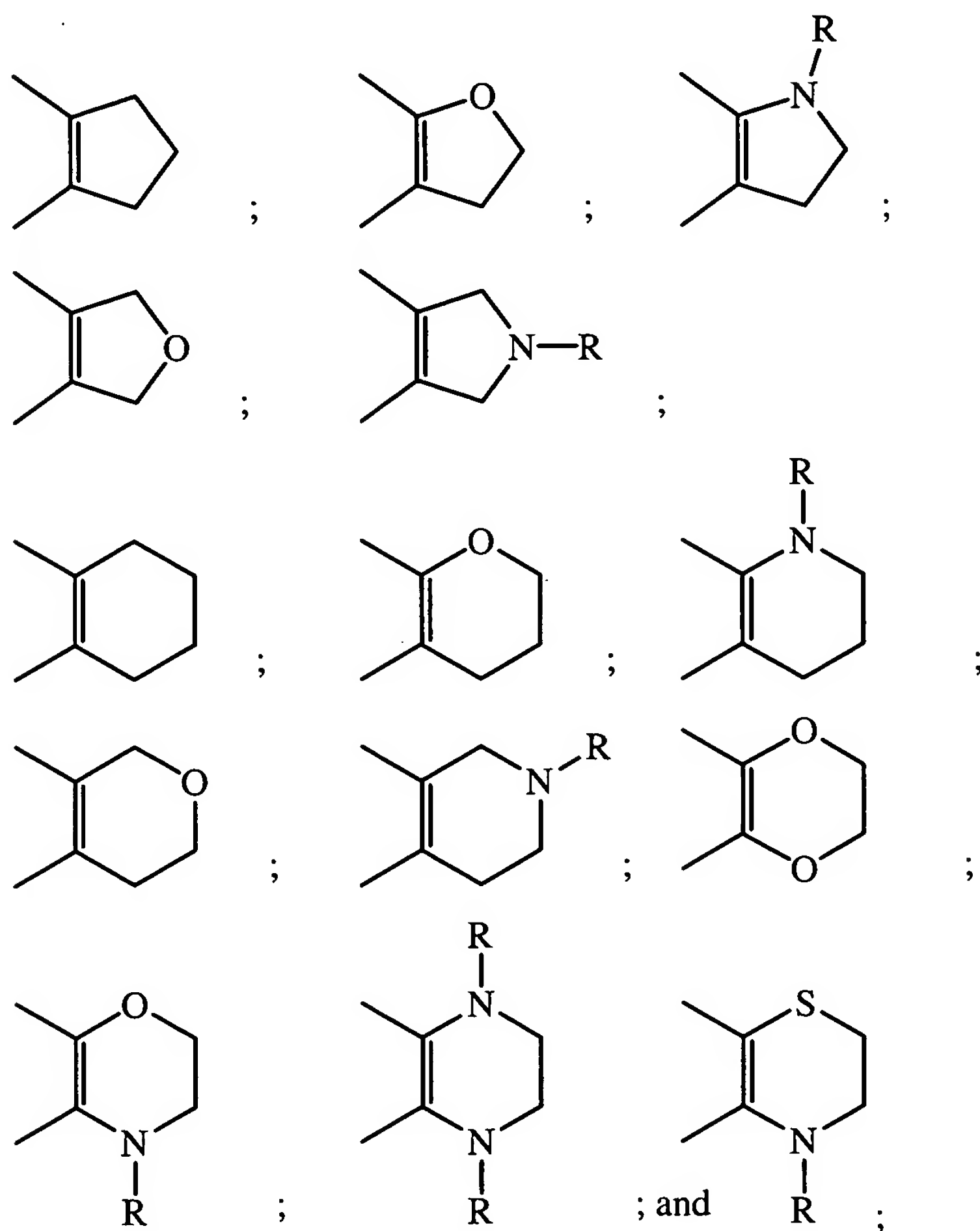
HO<sub>2</sub>C; and

OCH<sub>2</sub>O, wherein each O is bonded to adjacent carbon atoms to form a 5-membered ring;

wherein 2 substituents may be taken together with a carbon atom to which they

are both bonded to form the group  $C=O$ ;

wherein two adjacent, substantially  $sp^2$  carbon atoms may be taken together with a diradical substituent to form a cyclic diradical selected from:



R is H or  $C_1$ - $C_6$  alkyl;

m is an integer of 0 or 1;

wherein each 5-membered heteroarylenyl independently is a 5-membered ring containing carbon atoms and from 1 to 4 heteroatoms selected from 1 O, 1 S, 1 NH, 1  $N(C_1$ - $C_6$  alkyl), and 4 N, wherein the O and S atoms are not both present, and wherein the heteroarylenyl may optionally be

unsubstituted or substituted with 1 substituent selected from fluoro, methyl, hydroxy, trifluoromethyl, cyano, and acetyl;

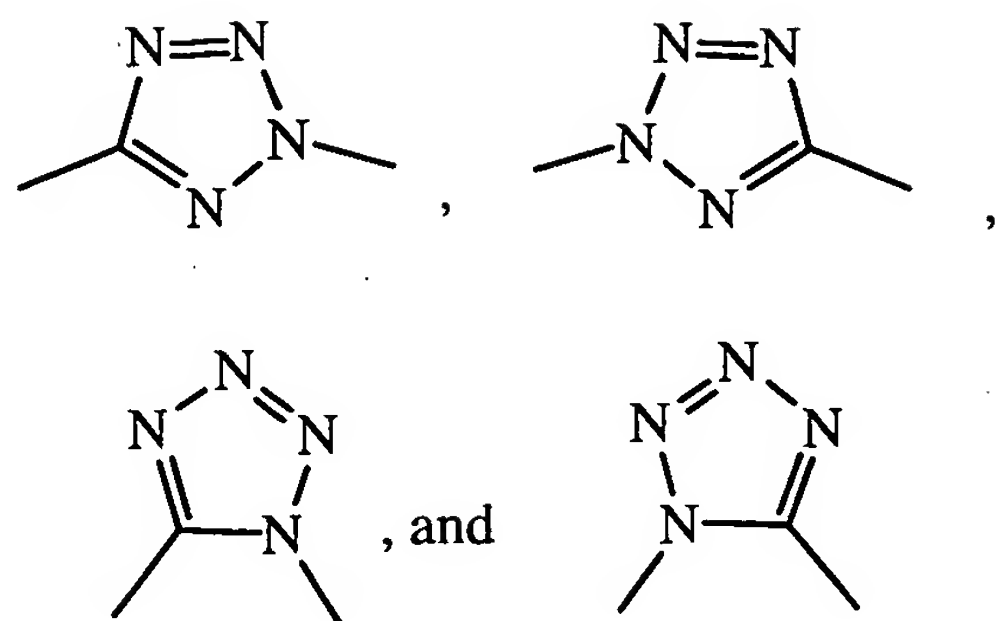
wherein each heterocycloalkyl is a ring that contains carbon atoms and 1 or 2 heteroatoms independently selected from 2 O, 1 S, 1 S(O), 1 S(O)<sub>2</sub>, 1 N, 2 N(H), and 2 N(C<sub>1</sub>-C<sub>6</sub> alkyl), and wherein when two O atoms or one O atom and one S atom are present, the two O atoms or one O atom and one S atom are not bonded to each other, and wherein the ring is saturated or optionally contains one carbon-carbon or carbon-nitrogen double bond;

wherein each 5-membered heteroaryl contains carbon atoms and from 1 to 4 heteroatoms independently selected from 1 O, 1 S, 1 N(H), 1 N(C<sub>1</sub>-C<sub>6</sub> alkyl), and 4 N, and each 6-membered heteroaryl contains carbon atoms and 1 or 2 heteroatoms independently selected from N, N(H), and N(C<sub>1</sub>-C<sub>6</sub> alkyl), and 5- and 6-membered heteroaryl are monocyclic rings; and 9- and 10-membered heteroaryl are 6,5-fused and 6,6-fused bicyclic rings, respectively, wherein at least 1 of the 2 fused rings of a bicyclic ring is aromatic, and wherein when the O and S atoms both are present, the O and S atoms are not bonded to each other;

wherein with any (C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>2</sub>-N group, the C<sub>1</sub>-C<sub>6</sub> alkyl groups may be optionally taken together with the nitrogen atom to which they are attached to form a 5- or 6-membered heterocycloalkyl; and

wherein each group and each substituent recited above is independently selected.

**22 (previously presented).** The compound according to claim 21, wherein V is selected from the group consisting of:



**23 (previously presented).** The compound according to claim 22, wherein at least one of  $R^1$  and  $R^2$  is independently selected from:

$C_3$ - $C_6$  cycloalkyl- $(C_1$ - $C_6$  alkylene); and

Substituted  $C_3$ - $C_6$  cycloalkyl- $(C_1$ - $C_6$  alkylene).

**24 (previously presented).** The compound according to claim 23, wherein each  $C_1$ - $C_6$  alkylene is  $CH_2$ .

**25 (previously presented).** The compound according to claim 24, wherein at least one substituent is selected from the group consisting of:

$CO_2H$ ;

$CO_2CH_3$ ;

$CH_3O$ ;

F;

Cl;

CN;

$CF_3$ ;

$CH_3S(O)_2$ ;

$CH_3$ ; or

wherein at least two substituents are Cl and F, 2 F, or  $OCH_2O$ , wherein each O is bonded to adjacent carbon atoms to form a 5-membered ring.



**26 (previously presented).** A pharmaceutical composition comprising a compound according to any one of claims 17 and 21, or a pharmaceutically acceptable salt thereof, admixed with a pharmaceutically acceptable carrier, excipient, or diluent.

**27 (previously presented).** A method for treating osteoarthritis, comprising administering to a patient suffering from osteoarthritis a nontoxic effective amount of a compound according to one of claims 17 and 21, or a pharmaceutically acceptable salt thereof.

**28 (previously presented).** A method for treating rheumatoid arthritis, comprising administering to a patient suffering from rheumatoid arthritis a nontoxic effective amount of a compound according to one of claims 17 and 21, or a pharmaceutically acceptable salt thereof.